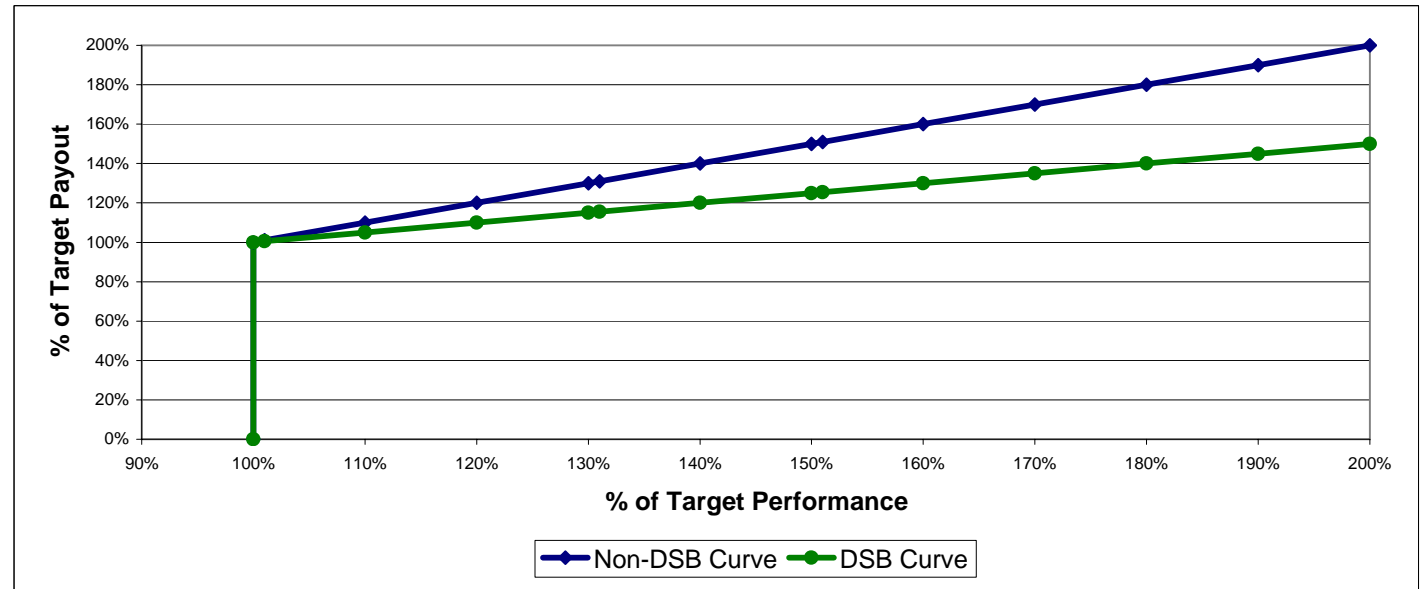


DELPHI CORPORATION

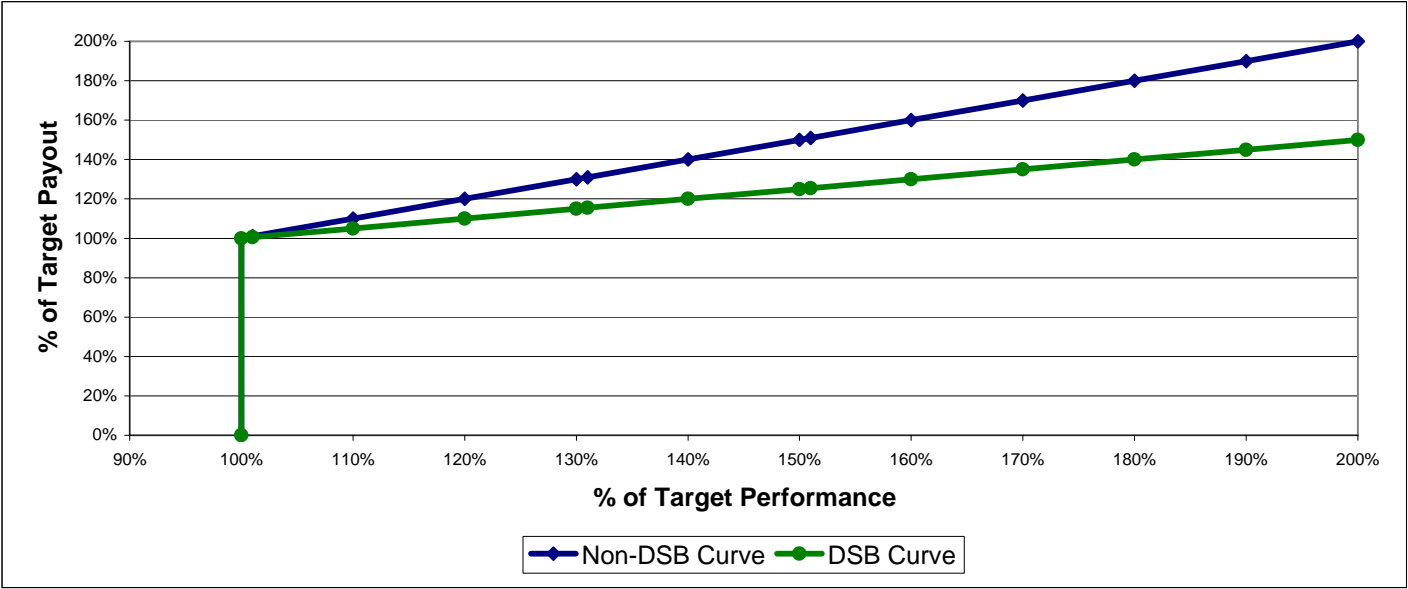
Proposed 2nd 2006 6-month **Corporate EBITDAR** AIP Payout Curve

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	(\$411.0)	0.0%	0.0%
100.0%	(\$411.0)	100.0%	100.0%
101.0%	(\$406.8)	100.5%	101.0%
110.0%	(\$368.9)	105.0%	110.0%
120.0%	(\$326.8)	110.0%	120.0%
130.0%	(\$284.7)	115.0%	130.0%
131.0%	(\$280.5)	115.5%	131.0%
140.0%	(\$242.6)	120.0%	140.0%
150.0%	(\$200.5)	125.0%	150.0%
151.0%	(\$196.3)	125.5%	151.0%
160.0%	(\$158.4)	130.0%	160.0%
170.0%	(\$116.3)	135.0%	170.0%
180.0%	(\$74.2)	140.0%	180.0%
190.0%	(\$32.1)	145.0%	190.0%
200.0%	\$10.0	150.0%	200.0%



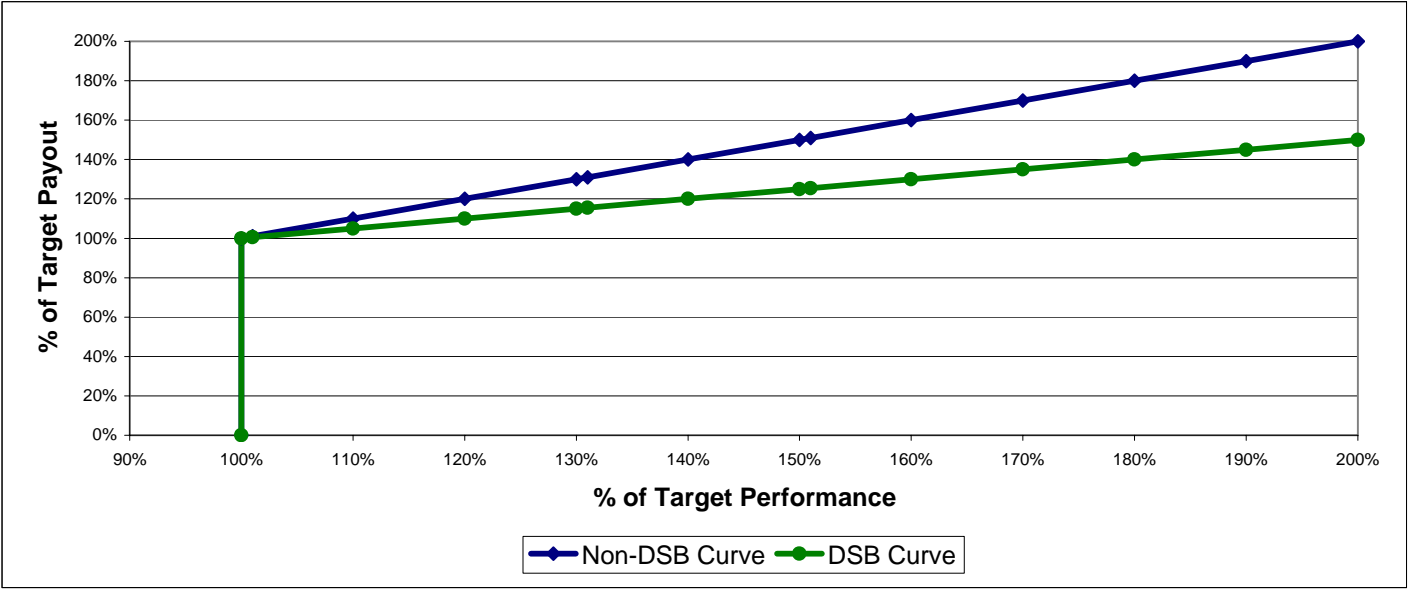
	Target	Maximum
EBITDAR	(\$411.0)	\$10.0
Performance %	100%	200%
Payout %	100%	200% / 150% DSB

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	(\$58.0)	0.0%	0.0%
100.0%	(\$58.0)	100.0%	100.0%
101.0%	(\$56.9)	100.5%	101.0%
110.0%	(\$47.2)	105.0%	110.0%
120.0%	(\$36.4)	110.0%	120.0%
130.0%	(\$25.5)	115.0%	130.0%
131.0%	(\$24.5)	115.5%	131.0%
140.0%	(\$14.7)	120.0%	140.0%
150.0%	(\$3.9)	125.0%	150.0%
151.0%	(\$2.8)	125.5%	151.0%
160.0%	\$6.9	130.0%	160.0%
170.0%	\$17.7	135.0%	170.0%
180.0%	\$28.6	140.0%	180.0%
190.0%	\$39.4	145.0%	190.0%
200.0%	\$50.2	150.0%	200.0%



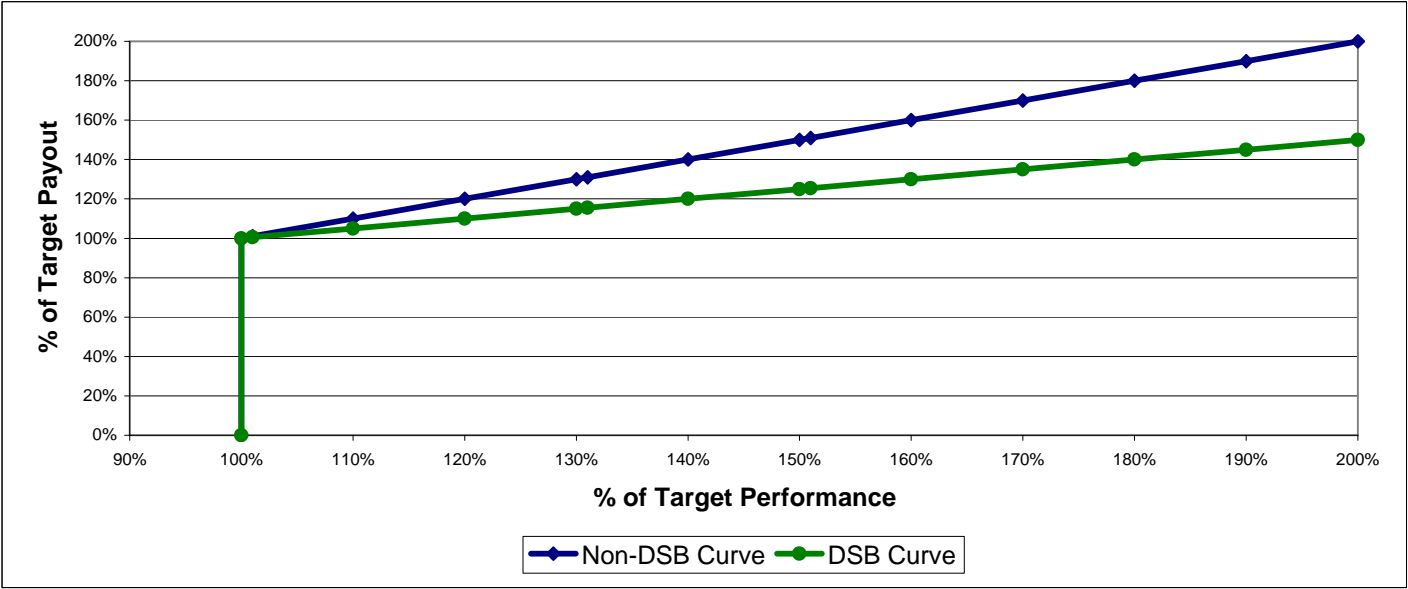
	Target	Maximum
OIBITDAR	(\$58.0)	\$50.2
Performance %	100%	200%
Payout %	100%	200% / 150% DSB

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	(\$114.0)	0.0%	0.0%
100.0%	(\$114.0)	100.0%	100.0%
101.0%	(\$113.7)	100.5%	101.0%
110.0%	(\$110.6)	105.0%	110.0%
120.0%	(\$107.1)	110.0%	120.0%
130.0%	(\$103.7)	115.0%	130.0%
131.0%	(\$103.4)	115.5%	131.0%
140.0%	(\$100.3)	120.0%	140.0%
150.0%	(\$96.9)	125.0%	150.0%
151.0%	(\$96.5)	125.5%	151.0%
160.0%	(\$93.4)	130.0%	160.0%
170.0%	(\$90.0)	135.0%	170.0%
180.0%	(\$86.6)	140.0%	180.0%
190.0%	(\$83.1)	145.0%	190.0%
200.0%	(\$79.7)	150.0%	200.0%



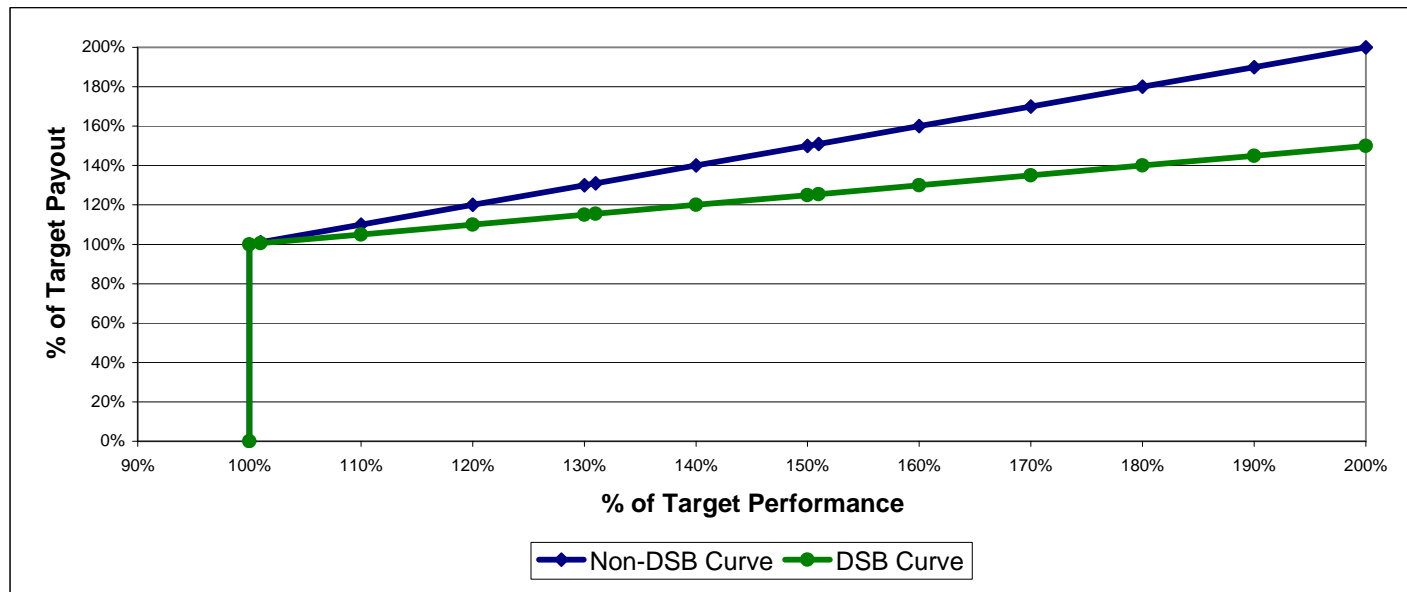
	Target	Maximum
OIBITDAR	(\$114.0)	(\$79.7)
Performance %	100%	200%
Payout %	100%	200% / 150% DSB

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	(\$140.0)	0.0%	0.0%
100.0%	(\$140.0)	100.0%	100.0%
101.0%	(\$139.5)	100.5%	101.0%
110.0%	(\$134.6)	105.0%	110.0%
120.0%	(\$129.3)	110.0%	120.0%
130.0%	(\$123.9)	115.0%	130.0%
131.0%	(\$123.4)	115.5%	131.0%
140.0%	(\$118.6)	120.0%	140.0%
150.0%	(\$113.2)	125.0%	150.0%
151.0%	(\$112.7)	125.5%	151.0%
160.0%	(\$107.8)	130.0%	160.0%
170.0%	(\$102.5)	135.0%	170.0%
180.0%	(\$97.1)	140.0%	180.0%
190.0%	(\$91.8)	145.0%	190.0%
200.0%	(\$86.4)	150.0%	200.0%



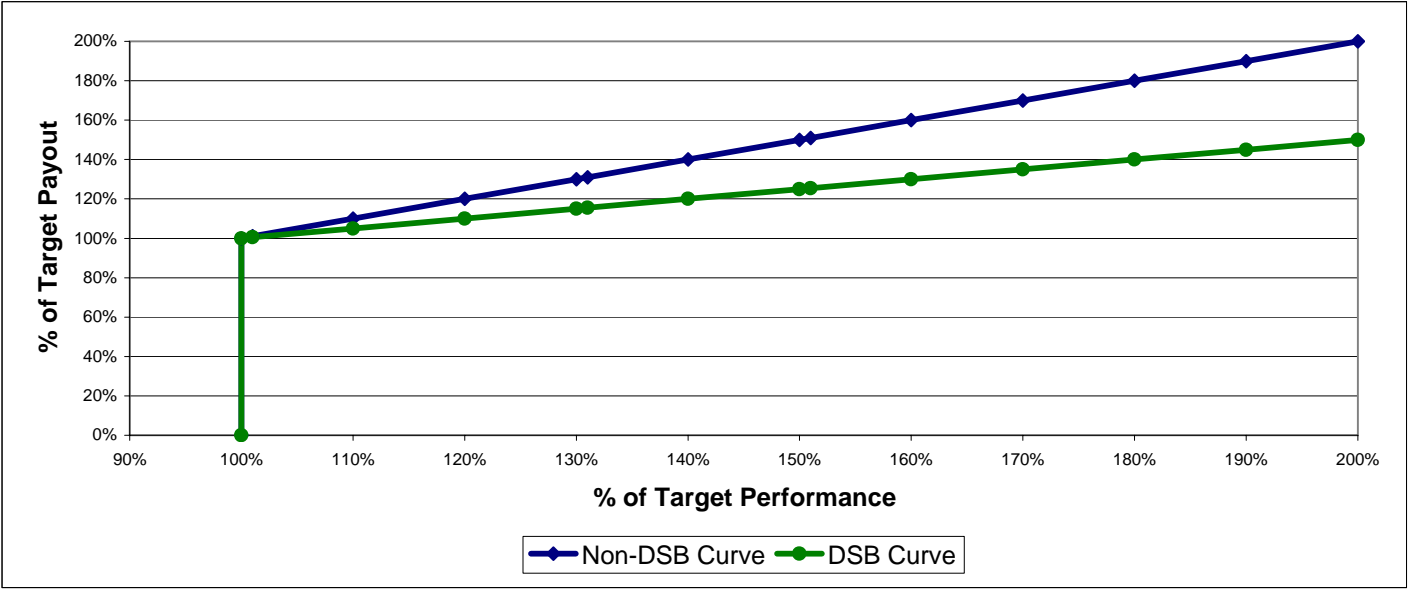
	Target	Maximum
OIBITDAR	(\$140.0)	(\$86.4)
Performance %	100%	200%
Payout %	100%	200% / 150% DSB

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	\$179.0	0.0%	0.0%
100.0%	\$179.0	100.0%	100.0%
101.0%	\$180.0	100.5%	101.0%
110.0%	\$188.6	105.0%	110.0%
120.0%	\$198.3	110.0%	120.0%
130.0%	\$207.9	115.0%	130.0%
131.0%	\$208.9	115.5%	131.0%
140.0%	\$217.5	120.0%	140.0%
150.0%	\$227.2	125.0%	150.0%
151.0%	\$228.1	125.5%	151.0%
160.0%	\$236.8	130.0%	160.0%
170.0%	\$246.4	135.0%	170.0%
180.0%	\$256.0	140.0%	180.0%
190.0%	\$265.7	145.0%	190.0%
200.0%	\$275.3	150.0%	200.0%



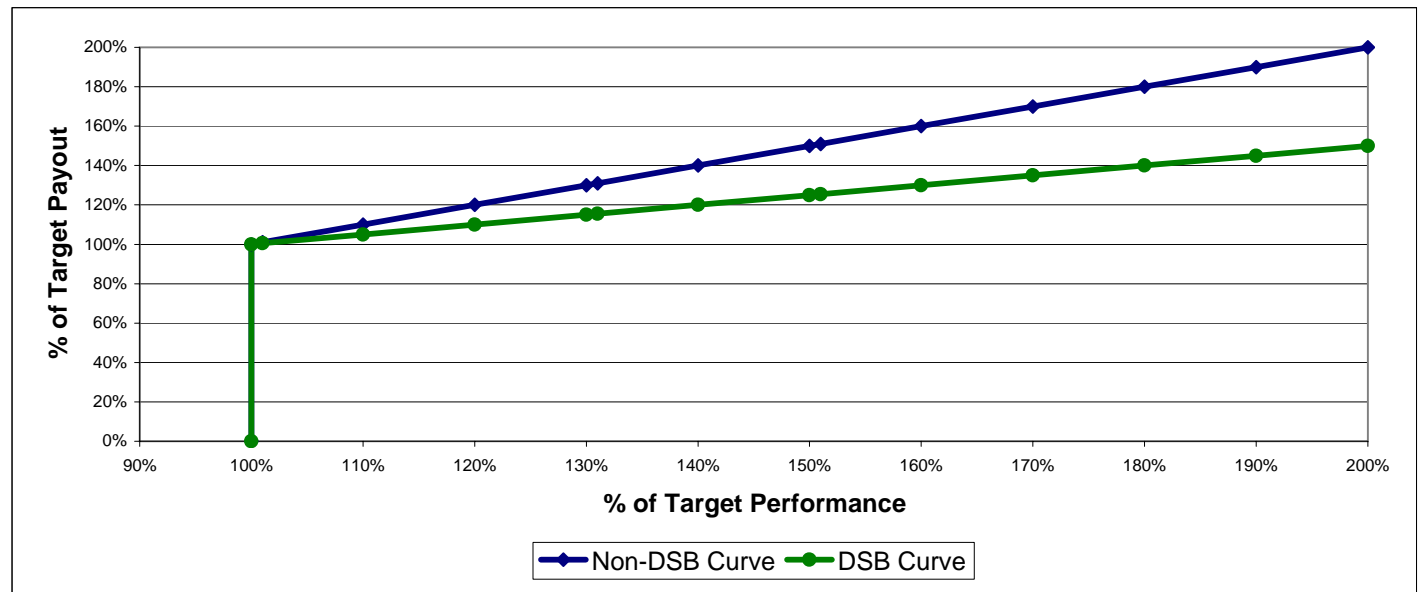
	Target	Maximum
OIBITDAR	\$179.0	\$275.3
Performance %	100%	200%
Payout %	100%	200% / 150% DSB

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	(\$17.0)	0.0%	0.0%
100.0%	(\$17.0)	100.0%	100.0%
101.0%	(\$16.1)	100.5%	101.0%
110.0%	(\$7.6)	105.0%	110.0%
120.0%	\$1.9	110.0%	120.0%
130.0%	\$11.3	115.0%	130.0%
131.0%	\$12.2	115.5%	131.0%
140.0%	\$20.7	120.0%	140.0%
150.0%	\$30.2	125.0%	150.0%
151.0%	\$31.1	125.5%	151.0%
160.0%	\$39.6	130.0%	160.0%
170.0%	\$49.0	135.0%	170.0%
180.0%	\$58.4	140.0%	180.0%
190.0%	\$67.9	145.0%	190.0%
200.0%	\$77.3	150.0%	200.0%



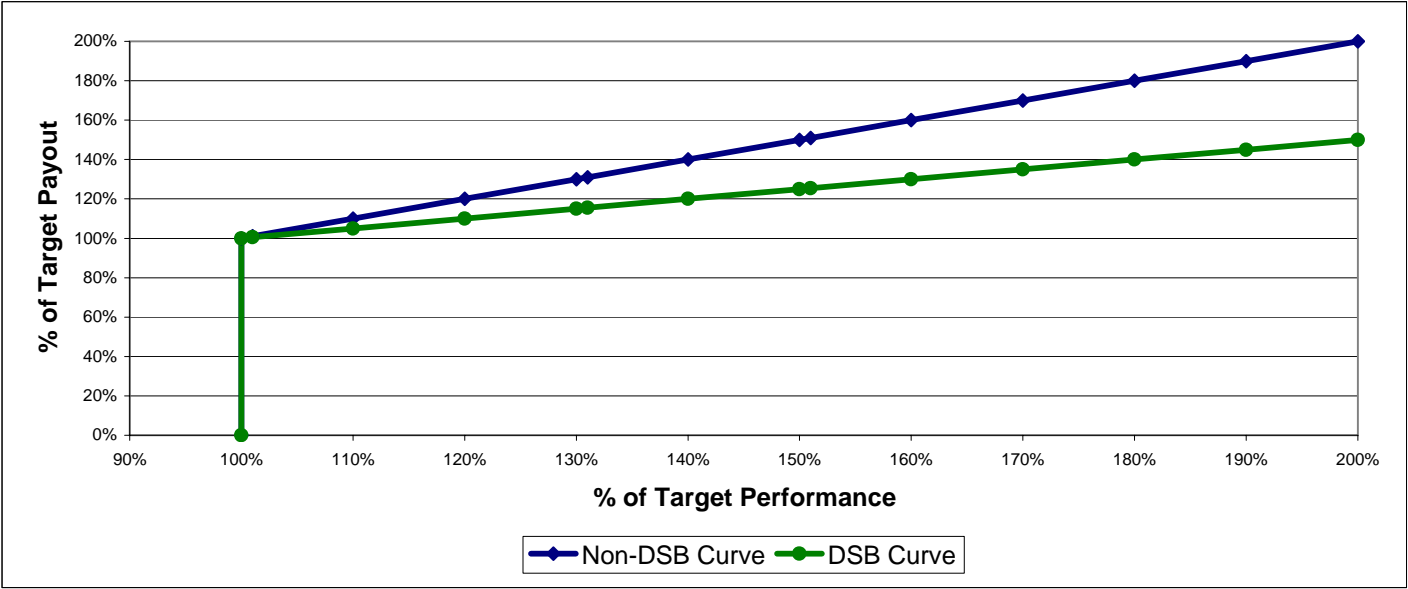
	Target	Maximum
OIBITDAR	(\$17.0)	\$77.3
Performance %	100%	200%
Payout %	100%	200% / 150% DSB

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	\$22.0	0.0%	0.0%
100.0%	\$22.0	100.0%	100.0%
101.0%	\$22.3	100.5%	101.0%
110.0%	\$25.2	105.0%	110.0%
120.0%	\$28.3	110.0%	120.0%
130.0%	\$31.5	115.0%	130.0%
131.0%	\$31.8	115.5%	131.0%
140.0%	\$34.7	120.0%	140.0%
150.0%	\$37.9	125.0%	150.0%
151.0%	\$38.2	125.5%	151.0%
160.0%	\$41.0	130.0%	160.0%
170.0%	\$44.2	135.0%	170.0%
180.0%	\$47.4	140.0%	180.0%
190.0%	\$50.5	145.0%	190.0%
200.0%	\$53.7	150.0%	200.0%



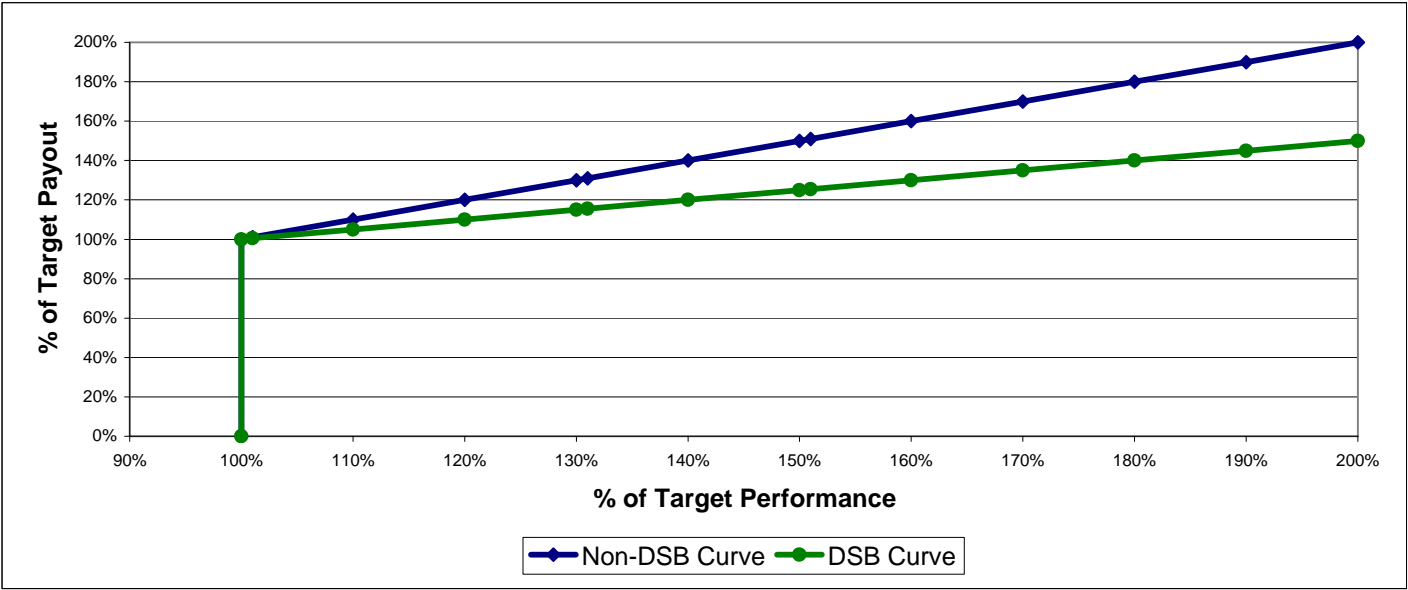
	Target	Maximum
OIBITDAR	\$22.0	\$53.7
Performance %	100%	200%
Payout %	100%	200% / 150% DSB

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	(\$634.0)	0.0%	0.0%
100.0%	(\$634.0)	100.0%	100.0%
101.0%	(\$633.7)	100.5%	101.0%
110.0%	(\$631.1)	105.0%	110.0%
120.0%	(\$628.1)	110.0%	120.0%
130.0%	(\$625.2)	115.0%	130.0%
131.0%	(\$624.9)	115.5%	131.0%
140.0%	(\$622.2)	120.0%	140.0%
150.0%	(\$619.3)	125.0%	150.0%
151.0%	(\$619.0)	125.5%	151.0%
160.0%	(\$616.4)	130.0%	160.0%
170.0%	(\$613.4)	135.0%	170.0%
180.0%	(\$610.5)	140.0%	180.0%
190.0%	(\$607.5)	145.0%	190.0%
200.0%	(\$604.6)	150.0%	200.0%



	Target	Maximum
OIBITDAR	(\$634.0)	(\$604.6)
Performance %	100%	200%
Payout %	100%	200% / 150% DSB

% Performance	\$ Performance (in millions)	DSB % Payout	Non-DSB % Payout
100.0%	(\$9.0)	0.0%	0.0%
100.0%	(\$9.0)	100.0%	100.0%
101.0%	(\$9.0)	100.5%	101.0%
110.0%	(\$8.9)	105.0%	110.0%
120.0%	(\$8.8)	110.0%	120.0%
130.0%	(\$8.8)	115.0%	130.0%
131.0%	(\$8.8)	115.5%	131.0%
140.0%	(\$8.7)	120.0%	140.0%
150.0%	(\$8.6)	125.0%	150.0%
151.0%	(\$8.6)	125.5%	151.0%
160.0%	(\$8.5)	130.0%	160.0%
170.0%	(\$8.4)	135.0%	170.0%
180.0%	(\$8.4)	140.0%	180.0%
190.0%	(\$8.3)	145.0%	190.0%
200.0%	(\$8.2)	150.0%	200.0%



	Target	Maximum
OIBITDAR	(\$9.0)	(\$8.2)
Performance %	100%	200%
Payout %	100%	200% / 150% DSB